

RECORDATION NO. 23728-9 FILED

NOV 30 '09 -3 25 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, DC

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

November 30, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Lease, dated as of November 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document is a complete termination of the Memorandum of Lease (2001B-2) and related documents previously filed with the Board under Recordation Number 23728.

The name and address of the party to the enclosed document are:

Owner Trustee/  
Lessor:

Manufacturers and Traders Trust Company  
(successor to Allfirst Financial Center  
National Association)  
25 South Charles Street  
Baltimore, MD 21202

[Lessee:

The CIT Group/Equipment Financing, Inc.  
(successor to Bombardier Capital Rail Inc.)  
30 South Wacker, Suite 3000  
Chicago, IL 60606]

Section Chief  
November 30, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

All equipment as identified in the documents filed under Recordation Number 23728 as the same may have been amended, restated or supplemented.

A short summary of the document to appear in the index is:

Notice of Full Termination of Lease

Also enclosed is a check in the amount of \$41 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

NOV 30 '09 -3 25 PM

**NOTICE OF FULL TERMINATION OF LEASE****SURFACE TRANSPORTATION BOARD**

The undersigned, MANUFACTURERS AND TRADERS TRUST COMPANY (successor to Allfirst Financial Center National Association), not in its individual capacity but solely as Owner Trustee, and as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Lease Agreement (2001B-2) dated as of October 15, 2001, as amended, modified or supplemented (the "Lease"), with THE CIT GROUP/EQUIPMENT FINANCING, INC (successor to Bombardier Capital Rail, Inc.), as Lessee (the "Lessee").

A Memorandum of Lease (2001B-2) was duly filed and recorded with the Surface Transportation Board (the "Board") on October 30, 2001 under Recordation Number 23728. In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board. Similar documentation was filed with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act as noted in Exhibit B. This document constitutes a release of all interests, claims, liens, or encumbrances over all railroad equipment at any time covered by the Lease and identified in the primary and secondary filings made under Recordation Number 23728.

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or the termination agreement between the parties.

Dated November 30, 2009

[Signature pages follow]

MANUFACTURERS AND TRADERS TRUST COMPANY,  
not in its individual capacity but solely as Owner Trustee,  
Lessor

By: 

Printed Name: Dante M. Monakil

Title: Vice President

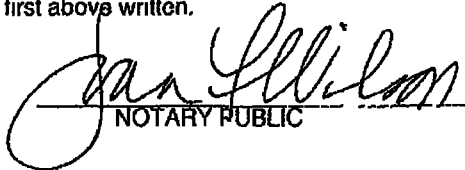
State of DELAWARE )

County of NEWCASTLE )

ss

On this 24 day of NOV., 2009, before me personally appeared Danto M. Monakil, to me personally known, who, being duly sworn did say that (s)he is a Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

  
NOTARY PUBLIC

My commission expires

JOAN F. WILSON  
NOTARY PUBLIC  
STATE OF DELAWARE  
My commission expires Sept. 23, 2010

## Exhibit A

### Head Lease #19

1. Memorandum of Lease Agreement (2001B-2), dated as of October 31, 2001, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on October 30, 2001 at 2:51 p.m. under Recordation Number 23728.

2. Memorandum of Lease Supplement (2001B-2) No. 1, dated October 31, 2001, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on October 30, 2001 at 2:56 p.m. under Recordation Number 23728-A.

3. Memorandum of Indenture and Security Agreement (2001B-2), dated as of October 31, 2001, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on October 30, 2001 at 3:00 p.m. under Recordation Number 23728-B

4. Memorandum of Indenture Supplement (2001B-2) No. 1, dated October 31, 2001, between Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on October 30, 2001 at 3:10 p.m. under Recordation Number 23728-C.

5. Memorandum of Lease Assignment (2001B-2), dated as of October 31, 2001, Allfirst Financial Center, National Association, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, Indenture Trustee, filed with the Board on October 30, 2001 at 3:15 p.m. under Recordation Number 23728-D

6. Notice, dated as of June 14, 2006, by Bombardier Capital Rail Inc., Lessee, respecting Manufacturers and Traders Trust Company, successor to Allfirst Financial Center National Association, Lessor, filed with the Board on June 19, 2006 at 3:23 p.m. under Recordation Number 23728-E

7. STB Memorandum of Assignment and Assumption Agreement (HL19), dated as of October 2, 2006, from Bombardier Capital Rail, Inc., Assignor, to The CIT Group/Equipment Financing, Inc., Assignee, filed with the Board on October 2, 2006 at 9:30 a.m. under Recordation Number 23728-F

[Headlease 19 - Lease]

EXHIBIT B

Title	Document Date	Parties	Filing Date
Memorandum of Lease	October 31, 2001	Allfirst Financial Center Association and Bombardier Capital Rail Inc. 2001B-2	October 30, 2001
Memorandum of Lease Supplement No. 1	October 31, 2001	Allfirst Financial Center Association and Bombardier Capital Rail Inc. 2001B-2	October 30, 2001
Memorandum of Lease Assignment	October 31, 2001	Allfirst Financial Center National Association and Wilmington Trust Company 2001B-2	October 30, 2001
<b>Omnibus Notice of Amendment</b> This document takes note of name changes including (i) AllFirst Financial Center National Association to Manufacturers and Traders Trust Company (ii) Allfirst Bank to M&T Credit Services, LLC and (iii) First Security Bank, N.A. to Wells Fargo Bank Northwest, National Association. This document also notes the destruction and substitution of certain equipment.	August 9, 2006	Bombardier Capital Rail Inc.	August 14, 2006
Memorandum of Assignment and Assumption Agreement	October 2, 2006	Bombardier Capital Rail Inc. and The CIT Group/Equipment Financing Inc.	October 2, 2006

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated:

11/30/09



Robert W Alvord